



MINUTES

BOARD OF DIRECTORS MEETING

Wednesday, September 27, 2023 - 2pm

West Center Auditorium / Zoom

Directors: Marge Garneau (President), Carol Crothers (Vice President), Bart Hillyer (Secretary), Jim Carden (Treasurer), Barbara Blake (Assistant Secretary), Joe Magliola (Assistant Treasurer), Nancy Austin, Kathi Bachelor, Beth Dingman, Steve Gilbert, Bev Lawless, Richard Sutherland, Scott Somers (non-voting)

Staff Present: David Jund (Facilities Director), Nanci Moyo (Administrative Supervisor), David Webster (CFO), Natalie Whitman (COO), Kris Zubicki (Member Services Director)

Visitors: 18

AGENDA TOPIC

1. Call to Order / Roll Call – Establish Quorum

The President being in the chair and the Secretary being present.

President Garneau called the meeting to order at 2:01pm MST. Assistant Secretary Blake called the roll; quorum established.

2. Amend/Adopt Agenda

MOTION: Director Crothers moved, Director Blake seconded to adopt the Agenda.

Passed: unanimous

3. President Report

- Thanked the Committees for all they have worked on and for attending the different Committee meetings.
- Thanked the Committees for working with staff on all the policies being presented.
- Shared appreciation for the members who attend the meeting/Zoom and for the emails to let the Board know what members are thinking.

4. CEO Report

- Glass Arts Club space at Santa Rita Springs: major construction phase is complete; punch list items are being addressed; and millwork is being fabricated. The goal is for the Club to hold classes in the space on November 1, and a ribbon cutting will happen around this time.
- Del Sol Clubhouse: parking lot construction documents are completed; the invitation to bid is being sent out today and due November 1; anticipating bringing a recommendation to the Board in November to award a contract to finish the buildout of the space, lower level could be a seven to eight month project; the upper level is nearly complete; once the lower level is completed some billiard tables will be moved from the upper level of Del Sol Clubhouse along with the extra tables at East Center.
- Canoa Hills Center: still closed and taking longer than anticipated; the locker room had unknown plumbing issues found once tile was removed; expecting mid-November completion for the locker rooms; shower and board drains needed to be water-jetted

to remove any blockages; water heater, HVAC, plumbing, restroom tiles restoration has been completed; currently underway is drywall, ceiling, lighting, wallboard and waterproofing in the locker rooms, tiling; new flooring and paint being scheduled for the fitness room, auditorium and hallways; the pool deck is resurfaced and pool deck furniture has been received; anticipating a mid-December opening.

- West Center: architectural space cost estimates for potential expansion of Lapidary, Woodworkers, and Artisan Shop; concept drawings and cost estimates are being finished; and once received it will be brought to the Board to make an informed decision on moving forward.
- The Woodworkers' shop vacuum construction documents are completed; the permit was approved by Pima County; a mechanical contractor was selected and work has been scheduled to begin.

5. Member Comments: no comments

6. Committee Reports - All reports received and placed on file.

- A. Audit
- B. Board Affairs
- C. Fiscal Affairs
- D. Investments
- E. Nominations & Elections
- F. Planning & Evaluation

7. Consent Agenda

MOTION: Director Crothers moved, Director Carden seconded to approve the Consent Agenda.

Passed: unanimous

- A. Minutes:
 - BOD Work Session Minutes: August 16, 2023
 - BOD Regular Meeting Minutes: August 23, 2023
 - BOD Work Session Minutes: September 13, 2023
- B. Financial Statements:
 - August Financial Statement

8. Action Items

- A. Approve Proposed Changes to Bylaws and Special Election

Proposed Action #1:

MOTION: Director Carden moved, Director Blake seconded to accept the Proposed Action #1 as stated: Article VI Powers, Duties, and Responsibilities of the Board of Directors, Section 2 Limits of Authority and Indebtedness - The Board of Directors is not authorized to enter into any contract for new or initiative-type Capital projects that ~~requires an annual payment that exceeds ten~~ twelve percent (~~10~~12%) of the ~~annual budget~~ latest audited approved annual net revenue (does not include investments). Any contract for new or initiative-type Capital projects that exceeds this figure, shall only be valid if approved, in advance, by the affirmative vote of regular members representing a majority of the total votes cast, provided that the total number of votes cast equals at least twenty percent (20%) of the total votes in The Corporation. Contracts for unique projects may not be broken up so as to avoid the requirements of this section.

Passed: 8 yes / 4 no (Bachelor, Dingman, Gilbert, Lawless)

AMENDED MOTION: Director Sutherland moved, Director Bachelor seconded to keep the wording currently in the Bylaws with 10% of the Annual (Capital and Operating) Budget and keep the wording “for new or initiative-type Capital projects.”

Failed: 6 yes (Bachelor, Dingman, Garneau, Gilbert, Lawless, Sutherland) / 6 no (Austin, Blake, Carden, Crothers, Hillyer, Magliola)

Proposed Action #2:

MOTION: Director Blake moved, Director Sutherland seconded to accept the Proposed Action #2 as stated: Article XII MISCELLANEOUS, Section 2 - AVAILABILITY OF RECORDS - The books, records and papers of The Corporation shall, for specific and proper purpose, and consistent with the applicable provisions of the Arizona Nonprofit Act, at all reasonable times during business hours be subject to examination by any ~~regular~~ GVR Member of The Corporation or any Assigned Member that has been given voting rights, upon written demand to The Corporation at least five (5) business days before the requested examination date.

Passed: 11 yes / 1 abstain (Bachelor)

Proposed Action #3:

MOTION: Director Carden moved, Director Blake seconded to accept the Proposed Action #3 as stated: Article IV BOARD OF DIRECTORS, Section 1 NUMBER OF DIRECTORS, and Article V ELECTION OF DIRECTORS, Section 1 TERM OF OFFICE - 1) Article IV Section 1: The affairs of GVR shall be governed by a Board of Directors consisting of nine (9) ~~twelve (12)~~ voting members who shall be elected from the members of The Corporation who have voting rights as defined in Article II Section 6 ~~residing within the jurisdiction of GVR.~~ And 2) Article V Section 1: The term of office of a Director elected by the membership shall be for three (3) years. Each year the term of office of ~~four (4)~~ three (3) Directors shall expire and ~~four (4)~~ three (3) Directors shall be elected for a term of three (3) years to succeed those Directors whose terms expire. No Director may serve more than two (2) consecutive terms including time served as an appointed Director. A former Director may be re-elected after one (1) or more years' absence from the Board.

Passed: 9 yes / 3 no (Dingman, Gilbert, Lawless)

AMENDED MOTION: Director Lawless moved, Director Bachelor seconded to add “a Director can serve a maximum of two terms only and reside within the jurisdiction of GVR at least part-time.”

Failed: 5 yes (Bachelor, Dingman, Gilbert, Lawless, Sutherland) / 7 no

Proposed Action #4:

MOTION: Director Crothers moved, Director Sutherland seconded to accept Proposed Action #4 as stated: Article II MEMBERSHIP PROPERTY AND MEMBERS, Section 6 VOTING RIGHTS – A. and add F – A. A GVR Member in good standing is entitled to one (1) vote for each GVR Property owned; provided, however, that there shall be only one (1) vote per GVR Property. If any GVR Member casts a vote representing a certain GVR Property, it will thereafter be conclusively presumed for all purposes that such individual was acting with the authority and consent of all other owners of the same GVR Property. In the event that more than one (1) vote is cast for a particular GVR

Property, ~~none of the votes~~ only the first vote cast shall be counted and ~~all of the votes for such GVR Property shall be deemed void.~~ **And F. A GVR Member in good standing has the right to serve on the Board of Directors provided no other member of their household (whether related by marriage, cohabitation, or otherwise) is on the board during the same time period.**

Passed: 11 yes / 1 no (Lawless)

Proposed Action #5:

MOTION: Director Crothers moved, Director Blake seconded to accept Proposed Action #5 as stated: Article XI MEMBERSHIP VOTING, Section 1 VOTING AT A MEETING and Section 2 Alternative Voting Methods combined in Section 1 Voting and Article II MEMBERSHIP PROPERTY AND MEMBERS Section 6.C VOTING RIGHTS - 1: The election of Directors, the amendment of Bylaws and any matter that requires approval of the members, and any action, including proposed amendments to these Bylaws or the election of Directors, which can be ~~properly~~ taken by the members of GVR at an Annual or Special meeting of said members, shall be taken by written ballot ~~may be taken by written ballot~~ communicated to and received from every GVR member entitled to vote by either mail, ~~facsimile~~, Email, or other written form of communication as the Board of Directors shall determine from time to time, including online electronic voting, with the same force and effect as though acted upon at an Annual or Special meeting. **And Voting Rights C. All voting by GVR Members shall be by written ballot or electronic voting, consistent with Arizona Nonprofit Corporation Act. See Article XI. No proxies are permitted.**

Passed: unanimous

Special Election Motion:

MOTION: Director Garneau moved, Director Sutherland seconded to hold a Special Election in the Fall of 2023 to vote on proposed Bylaw changes and to ask Staff to develop a thorough education and publicity campaign to explain the proposed changes and urge the member's vote.

Failed: 5 yes (Austin, Blake, Carden, Crothers, Garneau), 7 no

B. Approve Capital Improvement Policy and Process

MOTION: Director Bachelor moved, Director Gilbert seconded to approve the Capital Improvement Project Policy and Process as written, and to implement such a policy as a year and a half pilot program, after which time, the Board will consider inclusion in the Corporate Policy Manual (CPM).

Passed: unanimous

C. Approve Committee Action Plans

Audit Committee requested change was under Responsibilities: 6. To review the adequacy of internal financial controls with ~~GVR management and~~ the audit firm. To add 8. Review IRS Form 990 and recommend acceptance to the Board.

Fiscal Affairs Committee requested a change under the Responsibilities: C. Review financial statements such as ~~{operations, capital analysis and balance sheet}~~, and report to the Board, as appropriate. Note: remove ().

MOTION: Director Carden moved, Director Dingman seconded to approve Committee Action Plans as presented, with change to the Audit and Fiscal Affairs Committee, for these committees: Board Affairs, Audit, Fiscal Affairs, Investments, Nominations and Elections, and Planning and Evaluation.

Passed: unanimous

- D. Approve Corporate Policy Manual (CPM) Fiscal Affairs Committee Responsibilities

MOTION: Director Carden moved, Director Sutherland seconded to approve the changes to the CPM in Part 3 Fiscal Affairs Committee as recommended by the Board Affairs Committee and Fiscal Affairs Committee with the change to C to add wording “such as” before Operational Statement of Financial Position and Statement of Activities and capital purchases, and report to the Board, as appropriate.

Passed: unanimous

9. Member Comments – None

10. Adjournment

MOTION: Director Austin moved, Director Gilbert seconded to adjourn the meeting at 4:15pm.

Passed: unanimous